

RECORDATION. 21679-15
FILED

JAN 05 '12 -3 55 PM

SURFACE TRANSPORTATION BOARD

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January 5, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amendment to Trust Agreement and Indenture Supplement No. 1 (Amtrak Trust 98-C), dated January 5, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 21679.

The names and addresses of the parties to the enclosed document are:

Owner Trustee/
Lessor:

U.S. Bank National Association
225 Franklin Street
Boston, MA 02110

Indenture Trustee. Manufacturers and Traders Trust Company
25 South Charles Street
Baltimore, MD 21201

Chief, Section of Administration
January 5, 2012
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A description of the railroad equipment covered by the enclosed document is:

6 Superliner railcars AMTK 34116, 34135, 39013, 39015, 39020 and 39042 have been replaced by 6 Superliner railcars AMTK 31004, 31003, 32043, 32064, 32049 and 32029.

A short summary of the document to appear in the index is:

Amendment to Trust Agreement and Indenture Supplement No. 1 (Amtrak Trust 98-C).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/sem
Enclosures

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AMENDMENT TO TRUST AGREEMENT AND INDENTURE SUPPLEMENT NO. 1
(AMTRAK TRUST 98-C)

SURFACE TRANSPORTATION BOARD

THIS AMENDMENT TO TRUST AGREEMENT AND INDENTURE SUPPLEMENT NO. 1 (AMTRAK TRUST 98-C) dated January 5, 2012 (this "Amendment") between **U.S. BANK NATIONAL ASSOCIATION**, not in its individual capacity, but solely as Owner Trustee under the Trust Agreement (the "Owner Trustee") and **MANUFACTURERS AND TRADERS TRUST COMPANY**, as Indenture Trustee (the "Indenture Trustee") hereby amends that certain Trust Agreement and Indenture Supplement No. 1 (Amtrak Trust 98-C) dated September 29, 1998 (the "Indenture Supplement") to that certain Trust Indenture and Security Agreement (Amtrak Trust 98-C) dated as of September 15, 1998 in each case, between the Owner Trustee and the Indenture Trustee, a memorandum of which documents was recorded with the Surface Transportation Board under Recordation No. 21679-A on September 29, 1998 at 2:50 p.m. and deposited in the office of the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act on September 29, 1998 at 11:49 a.m., respectively, (as modified, amended and supplemented to the date hereof, the "Indenture"); and capitalized terms and phrases used and not otherwise defined herein shall for all purposes of this Amendment have the respective meanings specified therefor in the Indenture.

WHEREAS, Owner Trustee and Indenture Trustee desire to replace the Units currently subject to the Lien of the Indenture described in Schedule 1 (the "Replaced Units") with the railroad passenger cars described in Schedule 2 attached hereto (the "Replacement Units").

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, the parties hereto hereby agree as follows:

1. By the execution and delivery of this Amendment, Owner Trustee and Indenture Trustee agree that the references in the Indenture Supplement to the Replaced Units described in Schedule 1 hereto shall be deleted and replaced with a reference to the Replacement Units described in Schedule 2 hereto.

2. Owner Trustee and Indenture Trustee agree that for all purposes of the Indenture and the other Operative Documents, (a) each Replacement Unit shall be deemed to be included in the Trust Indenture Estate and be subjected to the Lien of the Indenture, and shall be deemed a "Unit" as such term is defined therein in place of the Replaced Unit identified in the column headed "Replaced Unit" opposite such Replacement Unit on Schedule 2 hereto; (b) each Replacement Unit shall be deemed to have the same Equipment Cost, Rent, and Casualty Value as that of the Replaced Unit identified in the column headed "Replaced Unit" opposite such Replacement Unit on Schedule 2 hereto; and (c) the Replaced Units are hereby released from the Lien of the Indenture and the Indenture is terminated with respect to the Replaced Units.

3. Owner Trustee and Indenture Trustee hereby reaffirm all of the terms, provisions and conditions of the Indenture.


3. This Amendment may be executed in several counterparts (or upon separate signature pages bound together into one or more counterparts), such counterparts together constituting but one and the same instrument.

4. Each of the parties hereto hereby authorizes the preparation, execution, delivery and/or filing of such documents and records, including, without limitation, Uniform Commercial Code financing statements (including, initial financing statements, amendments, continuation statements, correction statements, and termination statements), at Lessee's expense, that are required to carry out the intent and purpose of this Amendment and of the Indenture.

[Amendment to Trust Agreement and Indenture Supplement No. 1 (Amtrak Trust 98-C)]

IN WITNESS WHEREOF, the parties have caused this Amendment to Trust Agreement and Indenture Supplement No. 1 to be duly executed by their respective duly authorized officers as of the date first set forth above.

**U.S. BANK NATIONAL
ASSOCIATION**, not in its individual
capacity, but solely as Owner Trustee

By: 

Name: Nicole Poo's

Title: Vice President

**MANUFACTURERS AND TRADERS
TRUST COMPANY**, as Indenture Trustee

By: _____

Name:

Title:

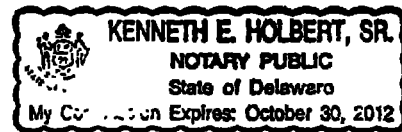
[Amendment to Trust Agreement and Indenture Supplement No. 1 (Amtrak Trust 98-C)]

STATE OF Delaware)
COUNTY OF New Castle) ss :

On this 21 day of Dec, 2011 before me personally appeared Nicole Pope, to me personally known, who, being by me duly sworn, says that he/she is the Vice President of U.S. BANK NATIONAL ASSOCIATION, that the foregoing instrument was signed on behalf of said national banking association by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said national banking association.

Kenneth E. Holbert, Sr.
Notary Public

My Commission Expires: 10/30/2012



[Amendment to Trust Agreement and Indenture Supplement No. 1 (Amtrak Trust 98-C)]

IN WITNESS WHEREOF, the parties have caused this Amendment to Trust Agreement and Indenture Supplement No. 1 to be duly executed by their respective duly authorized officers as of the date first set forth above.

**U.S. BANK NATIONAL
ASSOCIATION**, not in its individual
capacity, but solely as Owner Trustee

By: _____
Name:
Title:

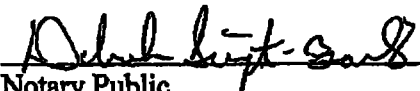
**MANUFACTURERS AND TRADERS
TRUST COMPANY**, as Indenture Trustee

By: Artis Cummings
Name: Artis Cummings
Title: Banking Officer

[Amendment to Trust Agreement and Indenture Supplement No. 1 (Amtrak Trust 98-C)]

STATE OF MARYLAND)
) ss.:
COUNTY OF BALTIMORE)

On this 23rd day of December, 2011, before me personally appeared ARTIS CUMMINGS, to me personally known, who being by me duly sworn, says that she is a BANKING OFFICER of MANUFACTURERS AND TRADERS TRUST COMPANY, that said instrument was signed on behalf of said company by authority of its Board of Directors, and she acknowledges that the execution of the foregoing instrument was the free act and deed of said company.



Notary Public

My Commission Expires: April 4, 2014

SCHEDULE 1 TO
AMENDMENT TO TRUST AGREEMENT AND INDENTURE SUPPLEMENT NO. 1

DESCRIPTION OF REPLACED UNITS

Equipment Type	Amtrak Car Equipment Number
Superliner II Coach Car	34116
Superliner II Coach Car	34135
Superliner II Transition Dorm Car	39013
Superliner II Transition Dorm Car	39015
Superliner II Transition Dorm Car	39020
Superliner II Transition Dorm Car	39042

SCHEDULE 2 TO
AMENDMENT TO TRUST AGREEMENT AND INDENTURE SUPPLEMENT NO. 1

DESCRIPTION OF REPLACEMENT UNITS

Equipment Type	Amtrak Car Equipment Number	Replaced Unit (Amtrak Equipment Number)
Superliner I Coach Car	31004	34116
Superliner I Coach Car	31003	34135
Superliner I Transition Dorm Car	32043	39013
Superliner I Transition Dorm Car	32064	39015
Superliner I Transition Dorm Car	32049	39020
Superliner I Transition Dorm Car	32029	39042

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated. 1/5/12

Edward M Luria
Edward M. Luria